

**D.N.J. LOCAL FORM 3**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

ATTORNEY FEE APPLICATION COVER SHEET

IN RE: Shapes/Arch Holdings L.L.C. et al APPLICANT: Stevens & Lee, P.C.  
CASE NO: 08-14631 CLIENT: Debtors and Debtors in Possession  
CHAPTER: 11 CASE FILED: March 16, 2008

COMPLETION OF THIS FORM CONSTITUTES A CERTIFICATION  
UNDER PENALTY OF PERJURY. RETENTION ORDERS ATTACHED.

SIGNATURE OF APPLICANT DATE

SECTION I  
FEE SUMMARY

INTERIM FEE APPLICATION NO.: First  
TOTAL PREVIOUS FEE REQUESTED: \$ 0  
TOTAL FEES ALLOWED TO DATE: \$ 0  
TOTAL RETAINER (IF APPLICABLE) \$50,000.00  
TOTAL HOLDBACK (IF APPLICABLE) \$ 0  
TOTAL RECEIVED BY APPLICANT \$ 0

PROFESSIONAL	PRACTICE AREA	YEAR ADMITTED	HOURS	RATE	FEE
Paul R. Lewis	Labor	1973-PA	76.00	\$500.00	\$38,000.00
Frank C. Sabatino	Labor	1981-NJ 1979-PA	1.40	\$490.00	\$686.00
Robert Lapowsky	Bankruptcy	1981-NJ 1979-PA	9.20	\$480.00	\$4,416.00
Jo Bennett	Labor	1996-NJ 1996-PA	.50	\$395.00	\$197.50
John C. Kilgannon	Bankruptcy	1998-NJ 1998-PA	3.60	\$360.00	\$1,296.00
Alexandra Minehart	Bankruptcy Paralegal		9.00	\$185.00	\$1,665.00
Allison M. Decker	Bankruptcy Paralegal		1.50	\$185.00	\$277.50

Rebecca K. Kunkel	Labor Paralegal		.40	\$125.00	\$50.00
TOTAL:			<b>101.6</b>		<b>\$46,588.00</b>

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SECTION II  
SUMMARY OF SERVICES

SERVICES RENDERED	HOURS	FEE
a) Telephone Calls	22.10	\$11,031.50
b) Correspondence Drafted	16.10	\$7,813.00
c) Correspondence Reviewed	1.00	\$342.50
d) Legal Research		
e) Court Appearance		
f) Preparation of Pleadings and Briefs	5.90	\$2,326.50
g) Internal Office Meetings (1): (1) Solely w/applicants staff; (2) third party conferences:	.40	\$192.00
h) Out of Office Meetings	30.80	\$15,400.00
i) Review of File	16.90	\$7,415.00
j) Travel Time		
k) Fee Application Preparation	8.40	\$2,067.50
l) Other Services:  _____  (Continue other services to separate page if needed).		
SERVICES TOTAL	101.6	\$46,588.00

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SECTION III  
SUMMARY OF DISBURSEMENTS

DISBURSEMENTS	AMOUNT
a) Computer Assisted Legal Research (Westlaw)	\$549.84
b) Facsimile (with rates) No. of Pages _____ Rate per Page <u>\$1.00</u> (Max. \$1.00/pg.)	
c) Long Distance Telephone	\$24.31
d) In-House Reproduction No. of Pages <u>142</u> Rate per Page <u>.20</u> (Max. .20¢/pg.)	\$28.40
e) Outside Reproduction	
f) Outside Research _____ _____ _____	
g) Filing/Court Fees	
h) Court Reporting	
i) Travel (miles)	\$128.79
Parking	\$107.00
j) Courier & Express Carriers (e.g. Federal Express)	
k) Postage	\$6.37
l) Other (Explain) meeting meals	\$91.24
DISBURSEMENT TOTAL:	\$935.95

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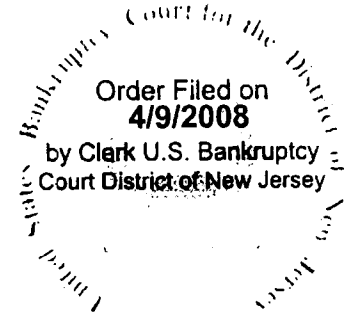
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SECTION IV  
CASE HISTORY

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(NOTE: Items 3 – 6 are not applicable to applications under 11 U.S.C. § 506)

- (1) DATE CASE FILED: March 16, 2008
  
- (2) CHAPTER UNDER WHICH CASE WAS COMMENCED: Chapter 11
  
- (3) DATE OF RETENTION: Application: March 16, 2008; Order: April 9, 2008  
(ANNEX COPY OF ORDERS(S))  
IF LIMIT ON NUMBERS OF HOURS OR OTHER LIMITATIONS  
TO RETENTION, SET FORTH: None
  
- (4) SUMMARIZE IN BRIEF THE BENEFITS TO THE ESTATE AND ATTACH  
SUPPLEMENTS AS NEEDED: Pursuing negotiation of modifications to collective  
bargaining agreements for the benefit of the estate
  
  
  
  
  
  
  
  
  
  
- (5) ANTICIPATED DISTRIBUTION TO CREDITORS:
  - (A) ADMINISTRATION EXPENSES:
  - (B) SECURED CREDITORS:
  - (C) PRIORITY CREDITORS:
  - (D) GENERAL UNSECURED CREDITORS:
  
  
  
  
  
  
  
  
  
  
- (6) FINAL DISPOSITION OF CASE AND PERCENTAGE OF DIVIDEND PAID TO  
CREDITOR (IF APPLICABLE):



UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY
<b>MARK E. FELGER (MF9985)</b> <b>JERROLD N. POSLUSNY, JR. (JP7140)</b> <b>COZEN O'CONNOR</b> LibertyView, Suite 300 457 Haddonfield Road Cherry Hill, NJ 08002 (856) 910-5000 Proposed Attorneys for the Debtors
In re:  SHAPES/ARCH HOLDINGS L.L.C., <u>et al.</u> ,  Debtors.

Case No. 08-14631 (GMB)  
(Jointly Administered)  
  
Judge: Gloria M. Burns  
  
Chapter: 11

Recommended Local Form:	<input type="checkbox"/> Followed	<input checked="" type="checkbox"/> Modified
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**ORDER AUTHORIZING RETENTION OF STEVENS & LEE, P.C. AS SPECIAL  
LABOR AND CONFLICTS COUNSEL FOR THE DEBTORS**

The relief set forth on the following pages, numbered two (2) through three (3) is hereby  
**ORDERED.**

**DATED: 4/9/2008**

  
\_\_\_\_\_  
Honorable Gloria M. Burns  
United States Bankruptcy Court Judge

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Shapes/Arch Holdings L.L.C., et al.

Case No: 08-14631(GMB)

Order Authorizing Retention of Stevens & Lee, P.C. as Special Labor and Conflicts Counsel for the Debtors

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In re: Shapes/Arch Holdings L.L.C., et al.  
Case No.: 08-14631(GMB)  
Applicant: Shapes/Arch Holdings L.L.C., et al.

☐ Trustee: ☐ Chap. 7 ☐ Chap. 11 ☐ Chap. 13  
☒ Debtors: ☒ Chap. 11 ☐ Chap. 13  
☐ Official Committee of \_\_\_\_\_

Name of Professional: Stevens & Lee, P.C.  
Address of Professional: 1818 Market Street, 29<sup>th</sup> Floor  
Philadelphia, PA 19103

☐ Attorney for: ☐ Trustee ☐ Debtors-in-Possession  
☐ Official Committee of \_\_\_\_\_

☐ Accountant for: ☐ Trustee ☐ Debtor-in-Possession  
☐ Official Committee of \_\_\_\_\_

☒ Other Professional:

☐ Realtor ☐ Appraiser ☒ Special Labor and  
Conflicts Counsel

☐ Auctioneer ☐ Other (specify): \_\_\_\_\_

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Upon the applicant's request for authorization to retain the professional named above,

It is hereby ORDERED as follows:

1. The applicants, Shapes/Arch Holdings L.L.C., Shapes L.L.C., Delair L.L.C.,  
Accu-Weld L.L.C. and Ultra L.L.C., are authorized to retain the above party in the professional  
capacity noted pursuant to 11 U.S.C. §327(e).

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Case No: 08-14631(GMB)

Order Authorizing Retention of Stevens & Lee, P.C. as Special Labor and Conflicts Counsel for the Debtors

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2. Compensation shall be paid in such amounts as may be allowed by the Court upon proper application(s) therefor.

3. The effective date of the retention is the date the application was filed with the Court.

4. If Stevens & Lee, P.C., is named as a defendant in any avoidance action, it shall not represent the estates as plaintiff's counsel on any other avoidance actions, and shall withdraw as counsel of record in any avoidance actions which it had initiated on the estates' behalf prior to being named a defendant.

5. The United States Trustee and Stevens & Lee, P.C., have agreed that the issue of an "evergreen" retainer will be deferred and resolved in due course.

CHERRY\_HILL\430925\2 077771.000